

HELM FINANCIAL CORPORATION

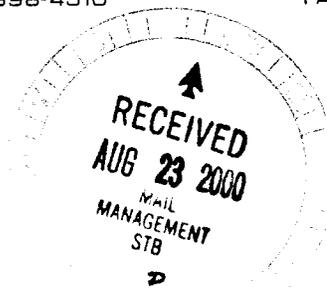
One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

July 18, 2000

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001



RE: Termination of Amendment to Lease dated as of July 18, 2000
("Termination") by Helm Financial Corporation ("Lessor").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

A short summary of the document to appear in the index follows:

This Termination of the Amendment to Lease dated October 3, 1997 between Helm Financial Corporation as Lessor and Consolidated Rail Corporation as Lessee covering 105 railcars within the series CR 609100-609204 is dated July 18, 2000.

Please file this Termination as a supplementary document to Recordation No. 20959 filed October 28, 1997 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

Alison Drain
Document Administrator

/ad
Enclosures (2)

RECORDATION NO. 20959-D FILED

AUG 25 '00

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SURFACE TRANSPORTATION BOARD

TERMINATION OF AMENDMENT TO LEASE

AUG 25 '00

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SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF AMENDMENT TO LEASE ("Termination") is dated as of July 17, 2000 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into Amendment No. 2 dated as of October 3, 1997 to that certain Net Lease of Railroad Equipment dated as of April 1, 1996 ("Lease"), with Consolidated Rail Corporation, a Pennsylvania corporation, with respect to the one hundred five (105) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 20959 filed on October 28, 1997 and Amendment No. 2 is on file under STB Recordation No. 20959-B filed August 10, 1998.

The Lease was terminated as of June 8, 1999. The purpose of this Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first written above.

HELM FINANCIAL CORPORATION

By: John F. Dains

Print Name: John F. Dains

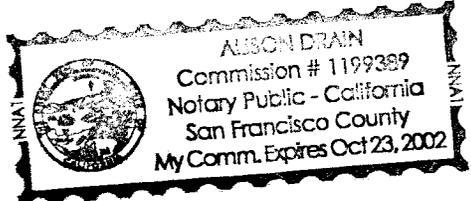
Title: Senior Vice President & CFO

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On August 22nd, 2000, before me, Alison Drain, personally appeared John F. Dains, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-
___ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

SCHEDULE A

To the Termination of Amendment to Lease dated July 17, 2000

Equipment Description:

One hundred five (105), 3,242 cubic foot, 65', 100-ton, gondola railcars.

Unit Numbers:

CR 609100-609204